

**THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF NORTH CAROLINA  
SOUTHERN DIVISION  
No 4:11-CV-00176-BO**

MARK HENDRIKS, Individually And On  
Behalf Of All Others Similarly Situated,

Plaintiff,

v.

PHARMACEUTICAL PRODUCT  
DEVELOPMENT, INC., FREDERIC  
ESHELMAN, RAYMOND HILL, ERNEST  
MARIO, STUART BONDURANT,  
FREDERICK FRANK, TERRY MAGNUSON,  
VAUGHN D. BRYSON, ROBERT  
ALEXANDER INGRAM, RALPH  
SNYDERMAN, JAGUAR HOLDINGS, LLC,  
THE CARLYLE GROUP, HELLMAN &  
FRIEDMAN LLC, and JAGUAR MERGER  
SUB, INC.,

Defendants.

**THE PPD DEFENDANTS'  
MOTION TO STAY THIS  
ACTION IN FAVOR OF THE  
NORTH CAROLINA ACTIONS**

Defendants Pharmaceutical Product Development, Inc. ("PPD" or the "Company"),  
Frederic Eshelman, Raymond Hill, Stuart Bondurant, Frederick Frank, Terry Magnuson, Vaughn  
D. Bryson, Robert Alexander Ingram, and Ralph Snyderman (collectively, the "Individual  
Defendants," and together with PPD, "PPD Defendants"), pursuant to Rule 7(b) of the Federal  
Rules of Civil Procedure, respectfully move the Court to stay this action in favor of the first-filed  
and near-identical proceedings pending in North Carolina state court.

Because two of the five (5) North Carolina state court actions were filed before the present case; because the PPD Defendants expect that all of the five state cases will be consolidated shortly and a leadership structure selected; because Plaintiff raises the exact same legal issues that are being litigated in state court and seeks the same relief; because the North Carolina Business Court is uniquely suited to address issues of North Carolina corporate fiduciary law; because litigating these same issues simultaneously in two different jurisdictions would undermine North Carolina's compelling interest in resolving North Carolina corporation law issues, including the contours of the legal relationship between and among various internal corporate constituencies (*i.e.*, shareholders, directors, officers, employees, *etc.*), and the appropriate standard of review for the conduct of directors of a North Carolina corporation; and because neither Plaintiff nor the putative class of PPD shareholders he seeks to represent will suffer any prejudice from a stay, the PPD Defendants respectfully request that the Court stay this case in order to permit the North Carolina state court actions to proceed in a coordinated and expeditious fashion before the North Carolina Business Court.

For the reasons stated and based upon the authorities cited in the Memorandum of Law submitted contemporaneously herewith, the PPD Defendants respectfully request that the Court enter a stay of these proceedings pending resolution of the parallel proceedings in the North Carolina state court actions.

Respectfully submitted,

Dated: October 21, 2011

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## **CERTIFICATE OF SERVICE**

The undersigned hereby certifies that the foregoing *The PPD Defendants' Motion to Stay this Action in Favor of the North Carolina Actions* was filed with the Clerk of the United States District Court for the Eastern District of North Carolina using the CM/ECF system which will send notification of this filing and an electronic copy of same to the following (all counsel of record in the CM/ECF system):

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Dated: October 21, 2011

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